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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors	:	(Jointly Administered)
	:	
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**LIMITED RESPONSE OF FRAENKISCHE USA LP TO DEBTORS' FORTY-THIRD
CLAIMS OBJECTION**

Fraenkische USA LP ("Fraenkische"), by and through its undersigned counsel Smith, Gambrell & Russell, LLP, hereby files this limited response (the "Response") to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 to (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books and Records Claims, (C) Duplicative Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit and OPEB Claims, (H) Workers' Compensation Claims, and (I) Transferred Workers' Compensation Claims, (II) Modify and Allow Certain Administrative Expense Severance Claims, and (III) Allow Certain Administrative Expense Severance Claims (the "Objection"). Fraenkische is currently coordinating with the above-captioned reorganized debtors (the "Debtors") to reconcile the

amounts that remain outstanding with respect to the Administrative Expense Claim filed by Fraenkische in the Debtors' bankruptcy case.

Background

1. On July 15, 2009, Fraenkische timely filed a claim for Administrative Expense with the United States Bankruptcy Court for the Southern District of New York on account of post-petition invoices that remained unpaid with respect to goods and services provided by Fraenkische to the Debtors (the "Fraenkische Claim"). The Fraenkische Claim was assigned claim number 19155 and was in the amount of \$79,881.28.

2. On January 22, 2010, the Debtors filed the Objection whereby they objected to numerous claims of creditors, including the Fraenkische Claim.

3. Counsel for Fraenkische reached out to Debtors' counsel to discuss the Objection and the invoices that were still outstanding with the hope of reconciling the objection to the Fraenkische Claim consensually. Fraenkische's counsel forwarded a spreadsheet detailing the invoices and amounts that remained outstanding, which Debtors' counsel forwarded to the claims agent handling the matter.

4. As of the deadline to file a response to the Objection, the Debtors were still in the process of reviewing their books and records to determine what, if any, payments had been made to Fraenkische on account of the Fraenkische Claim. Debtors' counsel granted Fraenkische an extension until Tuesday, February 23, 2010 to file a response in the hope the extra time would allow the claims agent time to review the appropriate records and negotiate a consensual resolution to the Fraenkische Claim and the Objection.

5. As of the filing of this Limited Response, the Debtors and Fraenkische are still in the process of reconciling the amount outstanding, so Fraenkische respectfully requests that the

Court adjourn any determination on Fraenkische's claim until counsel for the Debtors and Fraenkische are able to fully negotiate the outstanding amounts due.

Reservation of Rights

6. Fraenkische understands that by filing this objection, the February 25, 2010 hearing will be adjourned with regard to the Fraenkische Claim to, among other things, allow the parties an opportunity to resolve the Objection. Nonetheless, as Fraenkische is still in the process of reviewing and reconciling its claim in light of the Debtors' assertion in the Objection, Fraenkische expressly reserves all of its rights with respect to the Fraenkische Claim, including and without limitation, the right to supplement, modify and/or withdraw this protective response in whole or in part as more information is discovered.

WHEREFORE, Fraenkische respectfully requests that (i) the February 25, 2010 hearing to consider the Objection with respect to the Fraenkische Claim be adjourned until a future date to allow counsel to the Debtors and Fraenkische further opportunity to consensually resolve the Objection to the Fraenkische Claim, (ii) any Order entered by the Court in connection with the Objection preserve for Fraenkische its rights to respond to the Objection insofar as the Fraenkische Claim is concerned and (iii) the court grant such other and further relief as is just and proper.

Date: February 23, 2010
New York, New York

Respectfully Submitted,

SMITH, GAMBRELL & RUSSELL, LLP

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CERTIFICATE OF SERVICE

I hereby certify that on February 23, 2010, I electronically filed the **LIMITED RESPONSE OF FRAENKISCHE USA LP TO DEBTORS' FORTY-THIRD CLAIMS OBJECTION** with the Clerk of the Court using the ECF system which will provide notification of such filing, with a copy sent overnight via Federal Express to:

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